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14                  Possession*

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Unsecured Noteholders of the Utility*

15                  **UNITED STATES BANKRUPTCY COURT**  
16                  **NORTHERN DISTRICT OF CALIFORNIA**  
17                  **SAN FRANCISCO DIVISION**

18                  **In re:**

19                  **PG&E CORPORATION,**

20                  - and -

21                  **PACIFIC GAS AND ELECTRIC  
COMPANY,**

22                  **Debtors.**

- 23                   Affects PG&E Corporation  
24                   Affects Pacific Gas and Electric Company  
25                   Affects both Debtors

26                  *\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**STIPULATION BETWEEN THE  
DEBTORS AND AD HOC COMMITTEE  
TO WITHDRAW, WITH PREJUDICE,  
MOTION TO RECONSIDER UPON  
EFFECTIVE DATE**

[No Hearing Requested]

This stipulation and agreement for order (“**Stipulation**”) is entered into by PG&E Corporation and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), and the Ad Hoc Committee of Senior Unsecured Noteholders of the Utility (the “**Ad Hoc Committee**”). The Debtors and Ad Hoc Committee are referred to in this Stipulation collectively as the “**Parties**,” and each as a “**Party**.**”** The Parties hereby stipulate and agree as follows:

## RECITALS

A. On December 31, 2019, the Ad Hoc Committee filed with the United States Bankruptcy Court for the Northern District of California (the “**Bankruptcy Court**”) the *Motion of the Ad Hoc Committee of Senior Unsecured Noteholders for Reconsideration and Relief from Orders Pursuant to Federal Rules of Civil Procedure 59(e) and 60(b)* [Docket No. 5241] (the “**Motion**”) seeking reconsideration of the orders entered by the Bankruptcy Court on December 19, 2019, approving the Tort Claimants RSA and the Subrogation Claims RSA [Docket Nos. Nos. 5173, 5174].<sup>1</sup>

B. On January 22, 2020, the Debtors, the Shareholder Proponents, and certain members of the Ad Hoc Committee entered into a restructuring support agreement (the “**Noteholder RSA**”). On February 5, 2020, the Bankruptcy Court entered an order approving the Noteholder RSA [Docket No. 5637].

C. Pursuant to the terms of the Noteholder RSA, upon and subject to the occurrence of the Effective Date of the Plan, the Ad Hoc Committee withdraws the Motion, with prejudice. The Debtors consent to such withdrawal, as set out in this Stipulation.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated June 19, 2020* (as may be amended, modified or supplemented, and together with all exhibits or schedules thereto, the “**Plan**”).

1                   **NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE  
2 INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS  
3 STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE  
4 UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER,  
5 THAT:**

- 6                   1. Upon and subject to the occurrence of the Effective Date of the Plan, the Motion  
7 shall be deemed withdrawn, with prejudice, by the Ad Hoc Committee.  
8  
9                   2. This Stipulation may be executed in counterparts, each of which shall be deemed  
10 an original but all of which together shall constitute one and the same agreement.  
11  
12                  3. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or  
13 controversies arising from this Stipulation.

14                  Dated: June 26, 2020

15                  WEIL, GOTSHAL & MANGES LLP  
16                  KELLER BENVENUTTI KIM LLP

17                  */s/ Jessica Liou*

18                  \_\_\_\_\_  
19                  Jessica Liou

20                  *Attorneys for Debtors  
21 and Debtors in Possession*

22                  Dated: June 26, 2020

23                  AKIN GUMP STRAUSS HAUER &  
24                  FELD LLP

25                  */s/ David Botter*

26                  \_\_\_\_\_  
27                  David Botter

28                  *Attorneys for the Ad Hoc Committee of Senior  
Unsecured Noteholders of the Utility*